

FORM D

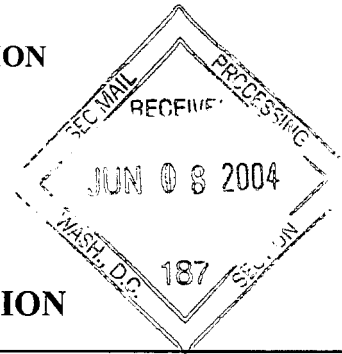
U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



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NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6) AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

CONSUMER DIRECT OF AMERICA

Filing Under (Check boxes that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer.

Name of Issuer: (☐ check if this is an amendment and name has changed, and indicate change.)

CONSUMER DIRECT OF AMERICA

Address of Executive Office (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
6330 South Sandhill Road, Suite 8, Las Vegas, Nevada 89120 (702) 547-7300

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)

Brief Description of Business

Direct to consumer mortgage banker/broker

PROCESSED

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify)
☐ business trust ☐ limited partnership, to be formed

JUN 09 2004
THOMSON
FINANCIAL

Actual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ Estimated
05 01

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)

NV

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

A. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

MICHAEL A. BARRON

Business or Residence Address (Number and Street, City, State, Zip Code)

6330 South Sandhill Road, Suite 8, Las Vegas, Nevada 89120

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

WAYNE K. BAILEY

Business or Residence Address (Number and Street, City, State, Zip Code)

6330 South Sandhill Road, Suite 8, Las Vegas, Nevada 89120

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

PAUL GRADY

Business or Residence Address (Number and Street, City, State, Zip Code)

6330 South Sandhill Road, Suite 8, Las Vegas, Nevada 89120

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

JOSEPH COSIO-BARRON

Business or Residence Address (Number and Street, City, State, Zip Code)

6330 South Sandhill Road, Suite 8, Las Vegas, Nevada 89120

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

BRENDA CANTU

Business or Residence Address (Number and Street, City, State, Zip Code)

6330 South Sandhill Road, Suite 8, Las Vegas, Nevada 89120

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

MICHAEL ACCARDI

Business or Residence Address (Number and Street, City, State, Zip Code)

6330 South Sandhill Road, Suite 8, Las Vegas, Nevada 89120

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

EDWARD RUBINSTEIN

Business or Residence Address (Number and Street, City, State, Zip Code)

6330 South Sandhill Road, Suite 8, Las Vegas, Nevada 89120

(Use blank sheet, or copy and use additional copies of this sheet, if necessary)

A. BASIC IDENTIFICATION DATA

A. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, if necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
Answer also in Appendix, Column 2, if filing under ULOE. ☐ ☒
2. What is the minimum investment that will be accepted from any individual? \$25,000
Yes No
3. Does the offering permit joint ownership of a single unit? ☐ ☐
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in this offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

MEYERS ASSOCIATES, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

45 Broadway, 2nd Floor, New York, New York 10006

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity <input type="checkbox"/> Common <input type="checkbox"/> Preferred	\$ _____	\$ _____
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify SEE EXHIBIT A)	\$ 5,000,000	\$ _____
Total	\$ 5,000,000	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offering under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

Rule 506 Offering

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	_____	\$ _____
Non-Accredited	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Not Applicable

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

- 4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of the expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's fees	<input type="checkbox"/>	\$ 0.00
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 5,000.00
Legal Fees	<input checked="" type="checkbox"/>	\$ 80,000.00
Accounting Fees	<input checked="" type="checkbox"/>	\$ 15,000.00
Engineering Fees	<input type="checkbox"/>	\$ 0.00
Sales Commissions	<input checked="" type="checkbox"/>	\$ 500,000.00
Other Expenses: Nonaccountable expense allowance of 3% of gross proceeds.....	<input checked="" type="checkbox"/>	\$ 150,000.00
Total	<input checked="" type="checkbox"/>	\$ 750,000.00

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

4.b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$ 4,250,000.00


5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

		Payments to Officers, Directors & Affiliates		Payments to Others
Salaries and fees	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Purchase of real estate	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Repayment of indebtedness	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Working capital	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Other (specify): <u>See Attached Exhibit B</u>				
.....	<input type="checkbox"/>	\$	<input type="checkbox"/>	\$
Column Totals	<input type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$ *
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$ *

*Assumes maximum offering.

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) CONSUMER DIRECT OF AMERICA	Signature 	Date <u>6/25</u> , 2004
Name of Signer (Print or Type) MICHAEL A. BARRON	Title of Signer (Print or Type) CHIEF EXECUTIVE OFFICER	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001)

F. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes No
See Appendix, Column 5, for state response. ☐ ☐
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) CONSUMER DIRECT OF AMERICA	Signature 	Date <u>5/25</u> , 2004
Name (Print or Type) MICHAEL A. BARRON	Title of Signer (Print or Type) CHIEF EXECUTIVE OFFICER	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear the type or printed signatures.

APPENDIX

1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of Security and aggregate offering price offered in State (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	UNITS (See Attached Exhibit A)	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
CO									
CT									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									

APPENDIX

1	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of Security and aggregate offering price offered in State (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	UNITS (See Attached Exhibit A)	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

EXHIBIT A

DESCRIPTION OF SECURITIES

Each Unit consists of one share of Common Stock and one Common Stock Purchase Warrant ("Warrant"). Each Warrant entitles the holder to purchase one share of Common Stock during the period commencing on the date of issuance and terminating five (5) years after the effective date of a registration statement covering the Units, Warrants and Common Stock included in the Units and issuable upon the exercise of the Warrants.

A minimum of \$750,000 of Units would be offered on a "best efforts, all or none" basis and on a "best efforts" basis as to an additional \$4,250,000 of Units for a maximum of \$5,000,000 of Units (with an additional \$2,000,000 of Units to cover over-subscriptions). Unless the minimum number of Units are sold with the Offering Period, no Units will be sold. The Placement Agent, Meyers Associates, L.P. ("Meyers") and Consumer Direct of America (the "Company") may agree, in their discretion, to exercise the over-subscription option at any time prior to the final closing of the Offering and increase the maximum amount of Units offered to \$7,000,000.

The offering price of the Units will be determined at the final closing of the offering and will be equal to the lower of seventy-five percent (75%) of the average closing bid price of the common stock of the Company for the five (5) consecutive trading days ending one trading day prior to each closing of the offering. At the final closing of the offering, the final price shall be set at the lowest price at which the Units were sold at any closing, including the final closing. In event there is a reduction in the Unit price paid by any subscriber, the Company will issue additional Units to such subscriber to reflect the reduction of the Unit price.

The minimum investment for the Offering is \$25,000 of Units. However, the Company and Meyers may allow investments for smaller investment amounts.

EXHIBIT B
USE OF PROCEEDS

Exhibit B
USE OF PROCEEDS

Upon completion of the Minimum Offering and the Maximum Offering, the Company expects to receive proceeds of approximately \$675,000 and \$4,500,000, respectively, before deducting commissions of 10%, the 3% non-accountable expense allowance and additional expenses of the Offering estimated to be approximately \$100,000 (consisting of accounting and legal fees, "blue sky" fees and other related expenses).

The net proceeds to be received by the Company will be used primarily as follows:

Application of Proceeds	Minimum	Maximum
1 Acquisition Costs	225,000	1,500,000
2 Marketing and Sales	225,000	1,000,000
3 Working Capital	150,000	1,225,000
4 Systems/Center Upgrade	75,000	775,000
Total	675,000	4,500,000

The foregoing represents the Company's anticipated allocation of the net proceeds of this Offering based upon the Company's current business plans and estimates regarding its anticipated allocation. Actual allocation may vary and the Company may find it necessary or advisable to use the net proceeds for other purposes. Until utilized, the net proceeds of this Offering will be invested in direct obligations of the United States and certificates of deposit and deposit accounts. In the event all, or any part, of the over-subscription option is exercised, the net proceeds will be contributed to working capital.